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IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF ALASKA AT ANCHORAGE

FOREST OIL CORPORATION and PACIFIC  
ENERGY ALASKA OPERATING LLC,

Plaintiffs,

v.

UNION OIL COMPANY OF CALIFORNIA  
d/b/a UNOCAL ALASKA,

Defendant.

Case No. 3:05-cv-00078-RRB

**DECLARATION OF PETER C. PARTNOW**

I, Peter C. Partnow, being first duly sworn, declares as follows:

1. I am an attorney with Lane Powell LLC, counsel for defendant Union Oil Company of California d/b/a Unocal Alaska, and have personal knowledge of the contents of this declaration. This declaration is filed in support of Defendant's Reply in Support of Motion to Dismiss Plaintiff Forest Oil Corporation.

2. Attached hereto as Exhibit J are true and correct copies of portions of Amendment No. 1 to Membership Interest Purchase Agreement, dated July 31, 2007.

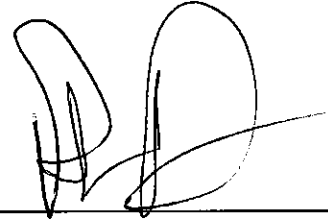
3. Attached hereto as Exhibit K are true and correct copies of portions of the Membership Interest Purchase Agreement, dated May 24, 2007.

4. Attached hereto as Exhibit L are true and correct copies of portions of Forest Oil Company's 2000, Exception No. 26, with Unocal's reply to that exception.

5. Attached hereto as Exhibit M are true and correct copies of portions of Forest Oil Company's 2004, Exception No. 24, with Unocal's reply to that exception.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

DATED this 9<sup>th</sup> day of July, 2008.



Peter C. Partnow

I certify that on July 9, 2008, a copy of the foregoing was served by ECF on:

Jeffrey M. Feldman, feldman@frozenlaw.com  
Michael Jungreis, mj@hartig.com

s/ Brewster H. Jamieson  
017351.0040/165110.1